BLOCK TERENCE E

Form 4 May 31, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BLOCK TERENCE E			2. Issuer Name and Ticker or Trading Symbol Post Holdings, Inc. [POST]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
(=3,3,5)	(= ===)	()	(Month/Day/Year)	X Director 10% Owner		
C/O POST HOLDINGS, INC., 2503 S. HANLEY ROAD			05/29/2012	X_ Officer (give title Other (specify below)		
				President & COO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ST. LOUIS, MO 63144				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired Disposed of or Reneficially Owner		

(City)	(State)	Zip) Table	e I - Non-D	erivative Securities A	equired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities Acquired on (A) or Disposed of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	05/29/2012		A	19,000 A \$0	19,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	onDerivative Expiration		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 31.25	05/29/2012		A	100,000		(2)	05/29/2022	Common Stock	100,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
• •	Director	10% Owner	Officer	Other		
BLOCK TERENCE E						
C/O POST HOLDINGS, INC.	X		President & COO			
2503 S. HANLEY ROAD	Λ	President & COO				
ST. LOUIS, MO 63144						

Signatures

/s/ Diedre J. Gray, Attorney-in-Fact 05/31/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock. The restricted stock (1) units were awarded on May 29, 2012 under the Post Holdings, Inc. Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal increments over three years.
- (2) The option to purchase 100,000 shares of common stock was awarded under the Post Holdings, Inc. 2012 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal increments over three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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